

BY-LAWS
Of
OLD FORT LOWELL NEIGHBORHOOD ASSOCIATION

ARTICLE 1. NATURE OF DOCUMENT

This document shall be the By-Laws of the Old Fort Lowell Neighborhood Association, Inc., a 501(c) (3) Non-profit corporation, organized under the laws of the State of Arizona.

ARTICLE II. CORPORATE ACTIVITY

The corporation is organized to engage exclusively in non-profit charitable and educational activities permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Laws) or by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Laws). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall, upon termination, distribute any remaining assets solely to organizations exempt from taxation under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Laws).

ARTICLE III. MEMBERSHIP

Membership in this Association will consist of two categories: voting and associate.

A. Voting Membership:

Voting membership is open to residents, property owners, organizations or business establishments within the geographic area of the Association as described in the Charter and who have paid annual dues. A voting member is entitled to all privileges of the Association and a single vote.

B. Associate Membership:

Associate membership is available to any interested person, business, or organization outside of the Association boundaries. Associate membership entitles the holder to all privileges of the Association except for that of voting.

C. Membership Dues:

Membership dues and the payment schedule will be determined annually by the Board of Directors. Annual membership fees may be waived at the discretion of the Board of Directors.

D. Life Membership:

Life memberships, voting or associate, may be awarded by the Board of Directors to individuals or organizations who have made a substantial contribution of service, property, or funds to the Association.

ARTICLE IV. MEETING OF MEMBERS

A. Annual meeting:

The annual meeting will be held in May in honor of San Isidro. The date, location, and time of the annual meeting will be determined by the Board of Directors.

B. Special Meetings:

Special meetings of the members may be called as deemed necessary by the Board of Directors, the President, the Vice President, any member of the Board of Directors, or ten percent (10%) of the voting membership in good standing.

C. Notice of meetings:

Written notice, stating the place, day and time of the meeting, and the purpose for which the meeting is called, shall be mailed or delivered to each voting member not less than seven (7) and no more than twenty (20) days before the date of the meeting, by an officer of the corporation, at the direction of the person calling the meeting.

D. Quorum & Adjourned Meeting:

The presence at any meeting, in person or by proxy, of at least 10% of the voting membership in good standing shall constitute a quorum. If any meeting cannot be held for lack of a quorum, the members counted as present may adjourn the meeting to a time between two and twenty days thereafter.

E. Order of Business:

The order of business at all annual meetings of the members of the Association will include:

1. Proof of quorum.
2. Proof of notice of meeting or waiver of notice.
3. Approval of minutes of preceding annual meeting.
4. Election of Directors.
5. Reports of Officers and Domains, if needed.
6. Unfinished business.
7. New business.
8. Adjournment.

ARTICLE V. BOARD OF DIRECTORS

Except as set forth in paragraph A of this Article, the affairs of the association shall be conducted by a Board of not less than Nine (9) or more than Eleven (11) Directors. The number of Directors shall become effective on June 1st 2002. The number of Directors for the fiscal year from June 1st, 2001 to May 31st, 2002 shall be 12. The immediate past President will serve as a non-voting ex officio member of the Board, unless still on the council.

The Board of directors is also known as the Council.

A. Election:

At each annual meeting of the membership, the voting members will elect a Board of Directors for the forthcoming year. Sixty (60) days by not less than thirty (30) days prior to each annual meeting, the Board of Directors will select a Nominating Committee composed of not less than three (3) or more than seven (7) voting members at least one of whom shall not be a nominee).

At the annual meeting of the membership, the nominating committee will recommend a slate of Directors to serve as the Board of Directors for the following year. Nominations for the Board may be forwarded to the Nominating Committee or be made from the floor at any annual meeting.

B. Term:

A member of the Board of Directors will serve for a term of two (2) years. A director can be elected for no more than two (2) consecutive terms. At the end of a second consecutive term, the Director will be required to vacate the Board position for at least one (1) year.

C. Resignation and Removal:

A Director may resign at any time by giving written notice to the President who will announce the resignation to the other board members. A director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association present (in person or by proxy), at a meeting of the membership duly called for declared purposes, including such removal.

In the event of resignation, removal, or death of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term.

D. Compensation:

No member of the Board of Directors shall receive compensation for service as a Board member. However, at the discretion of the Board, a Director may be reimbursed for actual expenses incurred in the performance of the duties of office.

E. Action taken without a Meeting:

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the approval or consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The action so approved shall be discussed at the next Board meeting and written into the minutes.

F. Meetings of Directors:

1. First Meeting of the New Board.

The first meeting of the newly elected Board of Directors will be held within thirty (30) days following the Annual Meeting of Members. The Board of Directors will appoint all of the officers of the Association at the first meeting of the Board.

2. Regular Meetings.

The Directors will set regular meetings which shall be open to the membership.

3. Special Meetings.

Special meetings of the Board of Directors may be called by the President, or by any two (2) Directors. At least three (3) days notice must be given to each Director.

4. Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business.

5. Attendance.

Three absences without notification of an officer in a fiscal year shall constitute removal from the Board.

G. Liabilities of Board Members:

No member of the Board of Directors shall be personally liable for and damage, loss, or prejudice suffered or claimed for an act or omission of the Association, its representatives employees, provided that such Board member has acted in good faith.

ARTICLE VI. OFFICERS

A. Designation:

The principal officers of the Association shall be President, Vice President, Recording Secretary and Treasurer. The Board may elect such other officers as the affairs of the Association may require each of who will hold office for such period, have such authority, and perform such duties as the Board may determine.

B. Executive committee:

The officers of the Board will constitute the Executive Committee, and will meet, as the occasion requires.

C. Term:

The officers of this association will be elected annually by the Board at their first meeting. Each officer shall hold office for one (1) unless such officer resigns, be removed or dies.

J. Duties of Officers:

1. President.

The President shall call and preside at all meetings, act for and on behalf of the Association.

2. Vice President:

The Vice President shall, in the absence of the President, assume all of the duties of that office.

3. Recording Secretary.

The Recording Secretary shall keep a permanent record of all Board Meetings, Membership Meetings, and Special Meeting minutes, and all legal documents, and legal transactions of the Association. The Recording Secretary shall transcribe the minutes of each meeting, and shall transfer one copy of minutes to the President within twenty-five (25) calendar days of the respective occurrence.

4. Treasurer.

The Treasurer shall keep a permanent record of all financial business of the Association. A financial statement shall be submitted at each Board meeting and General Membership meeting.

Removal of Officers:

Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, with or without cause, and a successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the unexpired term.

ARTICLE VII. DOMAINS

The OFLNA shall be structured according to the following domains: Management, Resources, Environment and Community/Social Enhancement, each of which will have co-coordinators from the Board appointed by the President. The co-coordinators will appoint their own committees. Other Domains may be created, as the Board deems necessary.

ARTICLE VIII. CORPORATE SEAL

The Association shall have a seal in circular form having within the circumference the words: Old Fort Lowell Neighborhood Association, Inc., or an abbreviation of the association "OLFNA" may be used.

ARTICLE IX. AMENDMENTS

These By-Laws may be amended, after written notice of recommended changes to the membership in accordance with Article IV (c) by a majority vote of the members present at the Annual Meeting or at a Special Meeting of members called for that purpose.

ARTICLE X. FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of June, and end on the 31st day of May, of each year.

By a majority vote of the Board of Directors and the Association/s voting members present at the Old fort Lowell Neighborhood Association's Annual Meeting held May 11, 2001, these By-Laws have been amended from the original By-Laws adopted on September 10, 1982 and amended on April 29, 1994 and May, 1997.

CURRENT BYLAWS

Approved by NA: _____

Updated in DNR Files: 10/16/02

Filed by: M. Low

- ☒ NA folder
☐ Bylaws Binders

President

Vice President

Secretary

Treasurer